

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

----- X  
JOHN J. VAUGHN, GERALD A.  
KALBFLEISCH, MICHAEL HATHAWAY :  
and MYRTLE HATHAWAY :  
:  
Plaintiffs, :  
:  
v. : Civil Action  
: No. 04-10988-GAO  
:  
PUTNAM INVESTMENT MANAGEMENT,  
LLC and PUTNAM RETAIL :  
MANAGEMENT, LP :  
:  
Defendants. :  
----- X

**DEFENDANTS PUTNAM INVESTMENT MANAGEMENT,  
LLC AND PUTNAM RETAIL MANAGEMENT LIMITED  
PARTNERSHIP'S ASSENTED-TO MOTION TO IMPOUND**

In connection with their opposition to Plaintiffs' motion to compel, Defendants Putnam Investment Management, LLC and Putnam Retail Management Limited Partnership ("Defendants") hereby move, pursuant to Local Rule 7.2 of this Court, for an Order permitting a "Confidential Appendix" to be filed under seal and impounded until further order of the Court.

As grounds for this assented-to motion, Defendants state as follows:

1. Plaintiffs filed a motion to compel the production of documents on April 27, 2006.
2. Defendants are filing their opposition to that motion today, and that opposition is accompanied by an Appendix containing certain documents.
3. There are certain additional documents that Defendants believe may be helpful to the Court in resolving that motion. Those additional documents contain highly confidential non-public Putnam information, including non-public financial information, and

non-public documents generated in connection with trustee evaluation of management fees.

4. Defendants have compiled those materials in a separate appendix that Defendants refer to in their motion to compel opposition materials (filed today) as their "Confidential Appendix."

5. By this motion, Defendants request leave to file that "Confidential Appendix," under seal, so that the Court has the benefit of the materials contained within it in resolving Plaintiffs' motion.

6. Defendants have today provided Plaintiffs with a copy of the "Confidential Appendix," so that they will not be prejudiced in any way by the time that elapses between the filing of this motion, and the ruling of the Court on this motion.

7. This motion is supported by the parties' Stipulation And Order For The Protection And Exchange Of Confidential And Highly Confidential Information (the "Stipulation and Order") (Docket No. 43), which includes provisions for the filing under seal of materials which the parties have designated Confidential or Highly Confidential, and which the Court entered on January 5, 2006. (All of the materials in the "Confidential Appendix" have been designated Confidential or Highly Confidential pursuant to the Stipulation and Order.)

8. Local Rule 7.2(a) requires that a motion to impound:

contain a statement of the earliest date on which the impounding order may be lifted, or a statement, supported by good cause, that the materials should be impounded until further order of the Court. The motion shall contain suggested custody arrangements for the post-impoundment period.

At the conclusion of the litigation, after any appeals have been exhausted, Defendants suggest that the impounded pleadings be returned to Defendants' undersigned counsel for handling in accordance with the terms of the Stipulation and Order.

9. In the event that this motion is not granted, Defendants will bring the "Confidential Appendix" with them to the hearing on Plaintiffs' motion, so that the Court -- if it wishes -- may review the materials within the Appendix at that time in camera.

WHEREFORE, Defendants Putnam Investment Management, LLC and Putnam Retail Management Limited Partnership respectfully request that the Court allow its Motion To Impound.

**LOCAL RULE 7.1(A)(2) CERTIFICATION**

The undersigned counsel hereby certifies that counsel for Defendants has conferred with counsel for Plaintiffs who have assented to the requested relief.

Dated: May 11, 2006  
Boston, Massachusetts

Respectfully submitted,

/s/ James R. Carroll  
James R. Carroll (BBO #554426)  
David S. Clancy (BBO #636031)  
Scott T. Lashway (BBO #655268)  
SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
One Beacon Street  
Boston, Massachusetts 02108  
(617) 573-4800

**Certificate Of Service**

I, Scott T. Lashway, hereby certify that on May 11, 2006, this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those as non registered participants.

Dated: May 11, 2006

/s/ Scott T. Lashway  
Scott T. Lashway

**EXHIBIT A**

Defendants' proposed "Confidential Appendix," which contains the following highly confidential internal Putnam documents:

- A. Table of contents of certain materials provided to the fund trustees in 2004 (which are referred to as the "black books");
- B. Putnam Investment Management, LLC's Response To Plaintiffs' First Set Of Interrogatories, dated February 27, 2006;
- C. Putnam Retail Management Limited Partnership's Response To Plaintiffs' First Set Of Interrogatories, dated February 27, 2006;
- D. "Overview of Fund/Shareholder Expenses," located at Tab 7 of Volume I of the 2004 black books;
- E. Presentation titled "Securities Lending for Equities – The Basics" dated July 21, 2000; and related materials.